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GOODMAN KALAHAR, P.C.

May 23, 2008

Sharon McPhail
General Counsel, City of Detroit
11th Floor
Coleman A. Young Municipal Center
Detroit, Michigan 48226

**Re: Petition of Detroit City Council, before the Honorable
Jennifer Granholm, Governor of the State of Michigan**

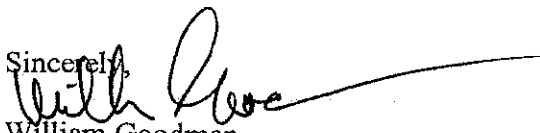
Dear Ms. McPhail,

I understand that you, along with Mr. James C. Thomas, have appeared on behalf of Mayor Kilpatrick in the above captioned matter. As you will recall, you were subpoenaed in the Detroit City Council Hearings, as a witness. We spoke about your appearance at that time and, for several reasons, my client decided to excuse your testimony.

There is, however, likelihood that you *will* be called as a witness in the proceedings before Governor Granholm. We intend to ask you questions about your knowledge or lack thereof, of the terms and conditions of the *Brown/Harris/Nelthrope* settlement. Given these considerations, you may wish to consult the Michigan Rules of Professional Conduct, Rule 3.7, and review your ability to participate in this action as counsel on behalf of the Mayor.

Feel free to call should you have any questions.

Sincerely,


William Goodman
Special Counsel, Detroit City Council

cc: Kelly Keenan, Esq.
James C. Thomas, Esq.

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